

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (admitted *pro hac vice*)
 Ryan Preston Dahl (admitted *pro hac vice*)
 Candace M. Arthur (admitted *pro hac vice*)
 Daniel Gwen (admitted *pro hac vice*)
 767 Fifth Avenue
 New York, New York 10153
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007

HUNTON ANDREWS KURTH LLP

Tyler P. Brown (VSB No. 28072)
 Henry P. (Toby) Long, III (VSB No. 75134)
 Nathan Kramer (VSB No. 87720)
 Riverfront Plaza, East Tower
 951 East Byrd Street
 Richmond, Virginia 23219
 Telephone: (804) 788-8200
 Facsimile: (804) 788-8218

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

-----	X	
	:	
In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20-32181 (KLP)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

**AGREED ORDER RESOLVING MOTION OF
 CAASTLE INC. FOR RELIEF FROM AUTOMATIC STAY**

Upon the motion (the “**Motion**”), dated July 2, 2020 [Docket No. 592], of CaaStle Inc. f/k/a Gwynnie Bee Inc. (“**CaaStle**”), as sublandlord for the premises located at 30-30 47th Avenue, Long Island City, New York, which includes a portion of the fourth floor of the Building² consisting of Suite 460, Suite 470, and Suite 540 pursuant to section 362 of title 11 of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors’ corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

the United States Code (the “**Bankruptcy Code**”), for entry of an order (a) lifting and terminating the automatic stay so as to permit it to exercise its contractual and state law rights to possession with respect to the Subleased Premises, including its rights to terminate the holdover tenancy, take possession, remove any remaining personal property, and apply the Security Deposit to pay down the Pre-Petition Balance, and (b) granting related relief, all as more fully set forth in the Motion; and Madewell Inc. (“**Madewell**”) and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) having agreed to the terms of this Order; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334; and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109], and it appearing that no other or further notice need be provided; and all objections to the Motion having been withdrawn, resolved, or overruled; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 362(d) of the Bankruptcy Code, the automatic stay is hereby modified and lifted to allow CaaStle to immediately setoff and apply the Security Deposit in the amount of \$95,040 against its Pre-Petition Balance.

3. Nothing contained herein shall be construed as a waiver by the Debtors of their right to object to any claim that may be filed or otherwise asserted by CaaStle in the Debtors' chapter 11 cases on account of the Sublease or the Subleased Premises, including with respect to the amounts remaining under the Pre-Petition Balance after applying the Security Deposit.

4. Notwithstanding the Federal Rule of Bankruptcy Procedure 4001(a)(3), this Order shall be immediately effective and enforceable upon its entry.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Aug 21 2020

Dated: _____, 2020
Richmond, Virginia

/s/ Keith L. Phillips

Honorable Keith L. Phillips
United States Bankruptcy Judge

Entered on Docket: Aug 21 2020

WE ASK FOR THIS:

/s/ Henry P. (Toby) Long, III
HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
Nathan Kramer (VSB No. 87720)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219
Tel: (804) 788-8200
Fax: (804) 788-8218

/s/ Robert M. Marino
REDMON, PEYTON & BRASWELL, LLP
Robert M. Marino, Esq. VSB#26076
510 King Street, Suite 301
Alexandria, VA 22314
Phone: (703) 684-2000
Fax: (703) 684-5109

Counsel for CaaStle Inc.

-and-

WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock, P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
Daniel Gwen (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

**CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Henry P. (Toby) Long, III